

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING OF THE
BOARD OF DIRECTORS OF
HEALTHSOUTH Corporation**

FEBRUARY 4, 2002

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the members of the Board of Directors of HEALTHSOUTH Corporation, a Delaware corporation (the "Corporation"), do hereby (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by an affirmative vote at a meeting of the Board of Directors duly called and held; (ii) waive all requirements of notice; and (iii) direct that this written consent be filed with the minutes of the proceedings of the Corporation:

RESOLVED, that the following persons are hereby awarded options under the Corporation's 1993 Consultants' Stock Option Plan to purchase that number of shares set forth following their names below, such options to have an exercise price of \$10.90 per share, being the fair market value of the Corporation's Common Stock on the date of grant:

<u>Name</u>	<u>Number of Shares</u>
Thomas D. Mottola	250,000
Eric R. Hanson	20,000
Joel Katz	10,000
Swaid N. Swaid, M.D.	50,000


RESOLVED, that the options granted to Thomas D. Mottola are immediately vested and exercisable as of the date of grant.

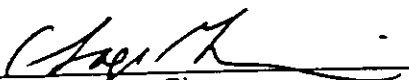
RESOLVED, that the options granted to all other persons indicated above shall vest at the rate of 25% per year, commencing on February 4, 2003.

CONFIDENTIAL
TREATMENT REQUESTED

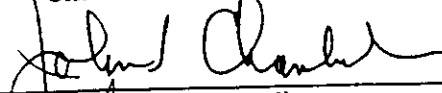
LS 0000236


IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Corporation, have executed this Consent as of the day and year first above written.


Richard M. Scrushy


C. Sage Givens



Charles W. Newhall, III

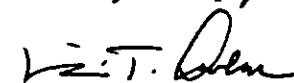

John S. Chamberlin


George H. Strong


Phillip C. Watkins


Joel C. Gordon


Larry D. Stripling, Jr.


William T. Owens